



SCC619  
(07/05)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

ARTICLES OF INCORPORATION  
OF A VIRGINIA STOCK CORPORATION

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is \_\_\_\_\_.

2. The number of shares authorized to be issued by the corporation is \_\_\_\_\_.

3. A. The name of the corporation's initial registered agent is \_\_\_\_\_.

B. The initial registered agent is **(mark appropriate box)**:

(1) an individual who is a resident of Virginia **and**

☐ an initial director of the corporation.

☐ a member of the Virginia State Bar.

**OR**

(2) ☐ a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

4. A. The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

\_\_\_\_\_, VA \_\_\_\_\_.  
(number/street) (city or town) (zip)

B. The registered office is physically located in the ☐ county **or** ☐ city of \_\_\_\_\_.

5. The initial directors are:

**NAME(S)**

**ADDRESS(ES)**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

6. INCORPORATOR(S):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**SIGNATURE(S)**

\_\_\_\_\_

**PRINTED NAME(S)**

Telephone number (optional): \_\_\_\_\_

**See instructions on the reverse.**

## NOTES

**The articles must be in the English language, typewritten or printed in black, legible and reproducible.**

This form contains the minimum number of provisions required by Virginia law to be set forth in the articles of incorporation of a Virginia stock corporation. If additional provisions are desired, then the **complete** articles of incorporation, including the additional provisions, must be typewritten on white, opaque paper 8 1/2" by 11" in size, using only one side of a page, and free of visible watermarks and background logos. A minimum of a 1" margin must be provided on the left, top and bottom margins of a page and 1/2" at the right margin. This form **may not** be submitted with an attachment.

You can download this form from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx)

## INSTRUCTIONS

1. **Name:** The corporate name must contain the word "corporation," "incorporated," "company" or "limited"; or the abbreviation "corp.," "inc.," "co." or "Ltd." The name of the corporation may not contain any word or phrase which indicates or implies that it is organized for the purpose of conducting any business other than a business which it is authorized to conduct. The proposed name must be distinguishable upon the records of the Commission. See § 13.1-630 of the Code of Virginia. To check the availability of a corporate name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

2. **Shares:** List the total number of shares the corporation is authorized to issue (**note:** the charter fee and annual registration fee are based on the number of authorized shares). If more than one class or series of shares is to be authorized, the articles must set forth the number of authorized shares of each class or series and a distinguishing designation for each class or series (e.g., common, preferred, etc.) and set forth the preferences, rights and limitations of each class or series. See §§ 13.1-619 and 13.1-638 of the Code of Virginia.

3. **Registered agent:** A. Provide the name of the registered agent. The corporation may not serve as its own registered agent. See §§ 13.1-619 and 13.1-634 of the Code of Virginia.

B. Check one of the boxes to indicate the qualification of the registered agent. The registered agent must be one of the options listed. No other person or entity may serve as the registered agent.

4. **Registered office:** A. The location of the registered office must be identical to the business office of the registered agent. See § 13.1-634 of the Code of Virginia. The address of the registered office must include a street address. A rural route and box number may only be used if no street address is associated with the registered office's location. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the registered office's location.

B. Provide the name of the county or independent city where the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions. See §§ 13.1-619 and 13.1-634 of the Code of Virginia.

5. **Directors:** If the registered agent's qualification in 3.B is that of an initial director, then the names and addresses of all the initial directors must be included in the articles of incorporation. A corporation can have directors immediately upon formation **only** if they are named in the articles.

6. **Incorporator(s):** One or more persons must sign the articles of incorporation in this capacity. See § 13.1-604 of the Code of Virginia.

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.***

**Submit the original, signed articles to the Clerk of the State Corporation Commission, P. O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 E. Main Street, Tyler Building, 1<sup>st</sup> floor, Richmond, Virginia 23219), along with a check for the charter and filing fees for the total amount, payable to the State Corporation Commission. PLEASE DO NOT SEND CASH. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.**

**Charter fee:** 1,000,000 or fewer authorized shares - \$50 for each 25,000 shares or fraction thereof; more than 1 million shares - \$2,500. **Filing fee:** \$25.